

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Cineflex, LLC		04/13/2007	LIMITED LIABILITY COMPANY: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Axsys Technologies IR Systems, Inc.		
<b>Street Address:</b>	175 Capital Boulevard, Suite 103		
<b>City:</b>	Rocky Hill		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06067		
<b>Entity Type:</b>	CORPORATION: NEW YORK		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3109031	CINEFLEX	
Registration Number:	2328200	CINEFLEX	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(860)724-3397		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	8602756700		
<b>Email:</b>	mgiarratana@mccarter.com		
<b>Correspondent Name:</b>	Mark D. Giarratana, Esq.		
<b>Address Line 1:</b>	McCarter & English, LLP		
<b>Address Line 2:</b>	185 Asylum Street, CityPlace I		
<b>Address Line 4:</b>	Hartford, CONNECTICUT 06103-3495		
<b>ATTORNEY DOCKET NUMBER:</b>	97325.00001		
<b>NAME OF SUBMITTER:</b>	Mark D. Giarratana, Esq.		
<b>Signature:</b>	/mdg/		

CH \$65.00 3109031

Date:

09/21/2007

**Total Attachments: 9**

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## TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "*Assignment*"), dated as of April 13, 2007 (the "*Effective Date*"), is made by and between Cineflex, LLC, a California limited liability company ("*Assignor*"), and Axsys Technologies IR Systems, Inc., a New York corporation ("*Assignee*").

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement, dated as of the Effective Date (the "*Purchase Agreement*"), pursuant to which, among other things, Assignor, together with certain other sellers party thereto, has agreed to sell and Assignee has agreed to purchase the Acquired Assets;

WHEREAS, Assignor owns the United States and foreign trademark registrations and applications for registration of trademarks as well as certain common law trademarks identified and set forth on Annex A or that otherwise constitute an Acquired Asset (all of the foregoing collectively, the "*Trademarks*") and the goodwill associated with all of the foregoing;

WHEREAS, pursuant to the Purchase Agreement, the Trademarks and their associated goodwill are to be assigned to Assignee; and

WHEREAS, capitalized terms used herein without definition shall have the meanings set forth in the Purchase Agreement.

NOW, THEREFORE, for good and valuable consideration (including the premises and covenants set forth in the Purchase Agreement), the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

Assignor hereby sells, transfers, conveys, assigns and delivers to Assignee all of Assignor's right, title and interest in and to the Trademarks, together with the goodwill of the Business in connection with which the Trademarks are used, and all registrations, applications therefor and renewals and extensions of the foregoing in the United States and for all foreign countries that are or may be secured under the laws of the United States and all foreign countries, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment and sale had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Trademarks, with the right to sue for and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor authorizes and requests the United States Commissioner of Patents and Trademarks and any other similar government authority in countries foreign to the United States to record Assignee as the assignee and owner of the Trademarks, and issue any and all registrations thereon to Assignee, as assignee of the entire right, title and interest in, to and under the same, for the sole use and enjoyment of Assignee and its successors, assigns or other legal representatives. Assignor covenants to execute and deliver such additional instruments,

documents, conveyances or assurances and shall take such other actions as may be reasonably be requested by Assignee to render effective or implement the transactions contemplated hereby.

The scope, nature and extent of this Assignment is expressly set forth in the Purchase Agreement. Nothing contained herein shall itself change, amend, extend or alter (nor shall it be deemed or construed as changing, amending, extending or altering) the terms or conditions of the Purchase Agreement in any manner whatsoever. In the event of any conflict or other difference between the Purchase Agreement and this Assignment, the provisions of the Purchase Agreement shall control.

This Assignment shall be governed by and construed and enforced in accordance with the laws of the State of New York without regard to principles of conflicts of law.

This Assignment may be executed in two or more counterparts, each of which will be deemed to be an original, but all of which together will constitute one and the same instrument. A facsimile or other copy of a signature will be deemed an original signature.

**[Signature pages follow this page.]**

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be duly executed as of the date first above written.

CINEFLEX, LLC

By: 

Name: Alan D. Purwin

Title: Chief Executive Officer

*District of Columbia*

STATE OF            )

COUNTY OF            )

SS:

On this 11<sup>th</sup> day of April, 2007 personally appeared before me Alan D. Purwin, known to me to be Chief Executive Officer of Cineflex, LLC, who acknowledged that he/she signed this instrument as a free act on behalf of Cineflex, LLC.



Notary Public: Kandis A. Ulrich

My commission expires January 1, 2008

AXSYS TECHNOLOGIES IR SYSTEMS, INC.

By: Scott B. Conner  
Name: Scott B. Conner  
Title: Vice President

STATE OF Connecticut )  
                                      ) SS:  
COUNTY OF Hartford )

On this 9th day of April, 2007 personally appeared before me  
Scott B. Conner, known to me to be Vice President of Axsys  
Technologies IR Systems, Inc., who acknowledged that he/she signed this instrument as a free  
act on behalf of Axsys Technologies IR Systems, Inc.

Katherine A. Bownes  
Notary Public: Katherine A. Bownes  
My commission expires: 7/31/2008

KATHERINE A. BOWNES  
NOTARY PUBLIC  
STATE OF CONNECTICUT  
My Commission Expires July 31, 2008

ANNEX A

Please see attached.

## Trademark Records By Country

Owner	Trademark	Country	Appl. Date	No.	Status	Agent
Client	File Reference	<b>Next Renewal Due</b>	Reg. Date	No.	Sub Status	Supervisor

### Australia

Cineflex, LLC	<b>CINEFLEX</b>	Australia	Apr 5 2005	1107211	Registered	
Cineflex, LLC	0503767		Apr 5 2005	1107211	granted	Nadine H. Jacobson

Class	9
Goods	Motion stabilizing sensor platforms for film, video and infrared cameras for use in moving vehicles; photographic, cinematographic apparatus and instruments; apparatus for recording, transmission or reproduction of sound or images; magnetic data carriers, recording discs.
Class	42
Goods	Miscellaneous services, namely the custom design, repair, manufacture and maintenance of electromechanical systems, including gyro stabilized camera systems for aviation, motion pictures, television and cable broadcast and DVD;

### Benelux

Cineflex, LLC	<b>CINEFLEX</b>	Benelux	Apr 11 2005	1075254	Registered	Office Kirkpatrick S.A.
Cineflex, LLC	0503756	<b>Apr 11 2015</b>	Feb 7 2006	782211		Nadine H. Jacobson

Class	9
Goods	Motion stabilizing sensor platforms for film, video and infrared cameras for use in moving vehicles.
Class	37
Goods	Miscellaneous services, namely, the repair and maintenance of electromechanical systems, including gyro stabilized camera systems for aviation, motion pictures, television and cable broadcast and DVD.
Class	40
Goods	Assembling and treatment of electromechanical systems, including gyro stabilized camera systems for aviation, motion pictures, television and cable broadcast and DVD for third parties.
Class	42
Goods	Miscellaneous services, namely the custom design, design and development of digital imaging hardware and software for photographic and cinematographic systems and for aviation systems.

### Canada

Cineflex, LLC	<b>CINEFLEX</b>	Canada	Apr 11 2005	1253534	Pending	Bereskin & Parr
Cineflex, LLC	0503757				Published	Nadine H. Jacobson

Class	9
Goods	Motion stabilizing sensor platforms for film, video and infrared cameras for use in moving vehicles; photographic and cinematographic apparatus and equipment, namely, gyro-stabilized camera systems, cameras and recording discs therefor.
Class	42
Goods	Miscellaneous services, namely the custom design, repair, manufacture and maintenance of electromechanical systems, including gyro-stabilized camera systems for aviation, motion pictures, television and cable broadcast and DVD; design and development of digital imaging hardware and software for photographic and cinematographic systems and for aviation systems.

### China (PRC)

Cineflex, LLC	<b>CINEFLEX</b>	China (PRC)	Apr 19 2005	4612711	Pending	CCPIT Patent & Trademark Law Office
Cineflex, LLC	0503759				Response filed	Nadine H. Jacobson

Class	42
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Goods	The custom design and development of electromechanical systems, including gyro stabilized camera systems for aviation, motion pictures, television and cable broadcast and DVD; design and development of digital imaging hardware and software for photographic and cinematographic systems and for aviation systems.
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Cineflex, LLC	<b>CINEFLEX</b>	China (PRC)	Apr 19 2005	4612712	Pending	CCPIT Patent & Trademark Law Office
Cineflex, LLC	0503758				Awaiting examination	Nadine H. Jacobson

Class	9
Goods	Motion stabilizing sensor platforms for film, video and infrared cameras for use in moving vehicles; photographic, cinematographic apparatus and instruments; apparatus for recording, transmission or reproduction of sound or images; magnetic data carriers, recording discs.

**CTM**

Cineflex, LLC	<b>CINEFLEX</b>	CTM	Apr 11 2005	004382271	Registered	Lovells
Cineflex, LLC	0503760	<b>Apr 11 2015</b>	<b>May 18 2006</b>	<b>4382271</b>		Nadine H. Jacobson

Class	9
Goods	Motion stabilizing sensor platforms for film, video and infrared cameras for use in moving vehicles; photographic, cinematographic apparatus and instruments; apparatus for recording, transmission or reproduction of sound or images; magnetic data carriers, recording discs.

Class	37
Goods	Repair and maintenance of electromechanical systems, including gyro-stabilized camera systems for aviation, motion pictures, television and cable broadcast and DVD.

Class	40
Goods	Manufacture for others of electromechanical systems, including gyro-stabilized camera systems for aviation, motion pictures, television and cable broadcast and DVD.

Class	42
Goods	Miscellaneous services, namely the custom design, design and development of digital imaging hardware and software for photographic and cinematographic systems and for aviation systems.

**International Register**

Cineflex, LLC	<b>CINEFLEX</b>	International Register	Apr 5 2005	877917	Registered	Fross Zelnick Lehrman & Zissu, P.C.
Cineflex, LLC	0503767	<b>Apr 5 2015</b>	<b>Apr 5 2005</b>	<b>877917</b>		Nadine H. Jacobson

Class	9
Goods	Motion stabilizing sensor platforms for film, video and infrared cameras for use in moving vehicles.

Class	37
Goods	Repair and maintenance of electromechanical systems, including gyro-stabilized camera systems for aviation.

Class	40
Goods	Custom assembling of electromechanical systems, including gyro-stabilized camera systems for aviation.

Class	42
Goods	Custom design of electromechanical systems, including gyro- stabilized camera systems for aviation, motion pictures, television, cable broadcast and DVDs.

**Japan**

Cineflex, LLC	<b>CINEFLEX</b>	Japan	Apr 12 2005	2005-032347	Pending	TMI Associates
Cineflex, LLC	0503762				granted	Nadine H. Jacobson

Class	9
Goods	Stabilizing apparatus using gyro-sensor vibration-proofing devices for cameras and video cameras for use in aerial/nautical/land vehicle installation, cinematography, and video recording; photographic, cinematographic apparatus and instruments; apparatus for recording, transmission or reproduction of sound or images; magnetic data carriers; recording discs; electronic machines, apparatus and their parts; telecommunication machines and apparatus.

Class	37
Goods	Repair and maintenance of camera/video camera containing stabilizing apparatus using gyro-sensor vibration-proofing devices

Goods	for use in aerial installation, production of television/cable television programs/DVD videos; repair and maintenance of cinematographic machines/apparatus; repair and maintenance of photographic machines/apparatus; repair and maintenance of electronic machines/apparatus; repair and maintenance of telecommunication machines/apparatus, repair and maintenance of consumer electric machines/apparatus.
Class	40
Goods	Custom manufacture of camera/video camera containing stabilizing apparatus using gyro-sensor vibration-proofing devices for use in aerial installation, production of television/cable television programs/DVD videos, and other electric machines and apparatus.
Class	42
Goods	Custom design of camera/video camera containing stabilizing apparatus using gyro-sensor vibration-proofing devices for use in aerial installation, production of television/cable television programs/DVD videos, and other electric machines and apparatus; design and development of digital image processing devices and computer software for use in photographic machines/apparatus, cinematographic machines/apparatus, and camera/video camera for aerial installation.

### Korea (South)

Cineflex, LLC	<b>CINEFLEX</b>	Korea (South)	Pending
Cineflex, LLC	0503767		Awaiting examination Nadine H. Jacobson

Class	9
Goods	Motion stabilizing sensor platforms for film, video and infrared cameras for use in moving vehicles; photographic, cinematographic apparatus and instruments; apparatus for recording, transmission or reproduction of sound or images; magnetic data carriers, recording discs.
Class	42
Goods	Miscellaneous services, namely the custom design, repair, manufacture and maintenance of electromechanical systems, including gyro stabilized camera systems for aviation, motion pictures, television and cable broadcast and DVD;

### Mexico

Cineflex, LLC	<b>CINEFLEX</b>	Mexico	Apr 21 2005 713415	Registered	Basham, Ringe y Correa, S.C.
Cineflex, LLC	0503763	<b>Apr 21 2015</b>	<b>Nov 24 2005 909988</b>		Nadine H. Jacobson

Class	9
Goods	Motion stabilizing sensor platforms for film, video and infrared cameras for use in moving vehicles; photographic, cinematographic apparatus and instruments; apparatus for recording, transmission or reproduction of sound or images; magnetic data carriers, recording discs.

Cineflex, LLC	<b>CINEFLEX</b>	Mexico	Apr 21 2005 713416	Registered	Basham, Ringe y Correa, S.C.
Cineflex, LLC	0503764	<b>Apr 21 2015</b>	<b>Oct 19 2006 958245</b>	See notes/memo	Nadine H. Jacobson

Class	42
Goods	Custom design and development of electromechanical systems, including gyro stabilized camera systems for aviation, motion pictures, cable broadcast and television and DVD; design and development of digital imaging hardware and software for photographic and cinematographic systems and for aviation systems.

### New Zealand

Cineflex, LLC	<b>CINEFLEX</b>	New Zealand	Apr 11 2005 727898	Registered	A.J. Park
Cineflex, LLC	0503765	<b>Apr 11 2015</b>	<b>Apr 11 2005 727898</b>		Nadine H. Jacobson

Class	9
Goods	Motion stabilizing sensor platforms for film, video and infrared cameras for use in moving vehicles; photographic and cinematographic apparatus and instruments; apparatus for recording, transmission or reproduction of sound or images; magnetic data carriers, recording discs.
Class	37
Goods	Repair and maintenance of electromechanical systems.
Class	40
Goods	Manufacture of electromechanical systems.
Class	42

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Goods	The custom design of electromechanical systems, including gyro stabilized camera systems for aviation, motion pictures, television and cable broadcast and DVD; design and development of digital imaging hardware and software for photographic and cinematographic systems and for aviation systems.
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**Spain**

Cineflex, LLC	<b>CINEFLEX</b>	Spain	Apr 15 2005	2649465	Pending	Lovells
Cineflex, LLC	0503766				Response filed	Nadine H. Jacobson

Class	9
Goods	Motion stabilizing sensor platforms for film, video and infrared cameras for use in moving vehicles; photographic, cinematographic apparatus and instruments; apparatus for recording, transmission or reproduction of sound or images; magnetic data carriers, recording discs.

Class	37
Goods	Repair and maintenance of electromechanical systems.

Class	42
Goods	Miscellaneous services, namely the custom design, development and assembly of electromechanical systems, including gyro stabilized camera systems for aviation, motion pictures, television and cable broadcast and DVD; design and development of digital imaging hardware and software for photographic and cinematographic systems and for aviation systems.

**United Kingdom**

Cineflex, LLC	<b>CINEFLEX</b>	United Kingdom	Apr 18 2005	2389700	Registered	Mewburn Ellis (Bristol)
Cineflex, LLC	0503761	<b>Apr 18 2015</b>	<b>Apr 18 2005</b>	<b>2389700</b>		Nadine H. Jacobson

Class	9
Goods	Motion stabilizing apparatus, particularly motion stabilizing sensor platforms, for film, video and infrared cameras particularly for use in moving vehicles; photographic, cinematographic apparatus and instruments; apparatus for recording, transmission or reproduction of sound or images; data storage means including magnetic data carriers and recording discs.

Class	37
Goods	Repair and maintenance of electromechanical apparatus and instruments, including gyro stabilized camera systems for aviation, motion pictures, television and cable broadcast and DVD.

Class	40
Goods	Custom manufacture of electromechanical apparatus and instruments, including gyro stabilized camera systems for aviation, motion pictures, television and cable broadcast and DVD.

Class	42
Goods	Design of electromechanical apparatus and instruments, including gyro stabilized camera systems for aviation, motion pictures, television and cable broadcast and DVD; design and development of digital imaging hardware and software for photographic and cinematographic systems and for aviation systems.

**United States of America**

Cineflex, LLC	<b>CINEFLEX</b>	United States of America	Jun 29 1998	75/527,354	Registered	
	0503683	<b>Mar 14 2010</b>	<b>Mar 14 2000</b>	<b>2,328,200</b>	Sec 8 & 15 accepted	Barbara A. Solomon

Class	9
Goods	MOTION STABILIZING SENSOR PLATFORMS FOR FILM, VIDEO AND INFRARED CAMERAS FOR USE IN MOVING VEHICLES

Cineflex, LLC	<b>CINEFLEX</b>	United States of America	Mar 31 2005	78/599,534	Registered	Fross Zelnick Lehrman & Zissu, P.C.
Cineflex, LLC	0503660	<b>Jun 27 2016</b>	<b>Jun 27 2006</b>	<b>3109031</b>		Barbara A. Solomon

Class	40
Goods	Manufacture of electromechanical systems, including gyro stabilized camera systems for aviation, motion pictures, television and cable broadcast and DVD to order and/or specification of others

Class	42
Goods	Custom design of electromechanical systems, including gyro stabilized camera systems for aviation, motion pictures, television and cable broadcast and DVD

TM Administrator - END OF REPORT

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